

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

MICHAEL KENT, Individually and On Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	Case No. 1:18-cv-10430-JGK
)	
v.)	
)	
ASPEN INSURANCE HOLDINGS)	
LIMITED, GLYN JONES, CHRIS O'KANE,)	
ALBERT BEER, MATTHEW BOTEIN,)	USDC SDNY
JOHN CAVOORES, GARY GREGG, HEIDI)	DOCUMENT
HUTTER, GORDON IRELAND, KARL)	ELECTRONICALLY FILED
MAYR, BRET PEARLMAN, and RON)	DOC#
PRESSMAN,)	DATE FILED: <u>1-10-19</u>
)	
Defendants.)	

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, on November 9, 2018, plaintiff Michael Kent ("Plaintiff") filed a Complaint for Violation of the Securities Exchange Act of 1934 (the "Complaint") in the above-captioned action (the "Action") against Aspen Insurance Holdings Limited ("Aspen" of the "Company"), Glyn Jones, Chris O'Kane, Albert Beer, Matthew Botein, John Cavoires, Gary Gregg, Heidi Hutter, Gordon Ireland, Karl Mayr, Bret Pearlman, and Ron Pressman (collectively, "Defendants");

WHEREAS, the Complaint alleged violations of the Securities Exchange Act of 1934 in connection with the proxy statement filed by Defendants with the United States Securities and Exchange Commission ("SEC") on November 6, 2018 (the "Proxy Statement") in connection with the proposed acquisition of Aspen by affiliates of Apollo Global Management, LLC (the "Transaction");

WHEREAS, following discussions between the parties, on November 28, 2018, Defendants filed a supplement to the Proxy Statement with the SEC that included additional

information relating to the Transaction that addressed and mooted Plaintiff's claims regarding the sufficiency of the disclosures in the Proxy Statement (the "Mooted Claims");

WHEREAS, Plaintiff's counsel intend to assert a claim for mootness fees and expenses in connection with the Mooted Claims (the "Fee Application"), and seek Court intervention only if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, Defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2019 that:

1. Pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), all claims asserted in the Action are dismissed, with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.

2. Notice of this dismissal is not required because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class; no class has been certified in the Action; and the putative class will not be bound by any agreement among the parties.

3. The Court retains jurisdiction of the Action solely for the purpose of determining Plaintiff's anticipated Fee Application, if filed.

4. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes Defendants' right to oppose the Fee Application.

5. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. Upon completion of briefing, the parties shall promptly contact the Court to schedule argument regarding Plaintiff's Fee Application at a time convenient to the Court.

7. If the parties reach an agreement concerning the Fee Application, they shall notify the Court. Upon such notification, the Court will close the Action.

Dated: January 2, 2019

RIGRODSKY & LONG, P.A.

By: /s/ Timothy J MacFall

Seth D. Rigrodsky
Timothy J. MacFall
Gina M. Serra
825 East Gate Boulevard, Suite 300
Garden City, NY 11530
(516) 683-3516
sdr@rl-legal.com
tjm@rl-legal.com
gms@rl-legal.com

Attorneys for Plaintiff Michael Kent

OF COUNSEL:

RM LAW, P.C.
Richard A. Maniskas
1055 Westlakes Drive, Suite 300
Berwyn, PA 19312
(484) 324-6800
rm@maniskas.com

Dated: January 2, 2019

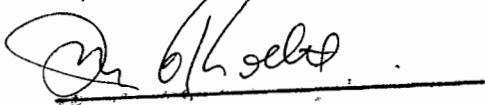
**WILLKIE FARR & GALLAGHER
LLP**

By: /s/ Tariq Mundya

Tariq Mundya
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8565
tmundya@willkie.com

Attorneys for Defendants Aspen Insurance Holdings Limited, Glyn Jones, Chris O'Kane, Albert Beer, Matthew Botein, John Cavoores, Gary Gregg, Heidi Hutter, Gordon Ireland, Karl Mayr, Bret Pearlman, and Ron Pressman

SO ORDERED:


U.S.D.J.

1/9/19

IT IS SO ORDERED this _____ day of _____, 2019.

UNITED STATES DISTRICT JUDGE